

A13000000707

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

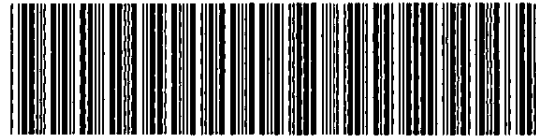
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



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11/06/13--01014--016 **127.50

11/13/13--01010--001 **977.50

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13 NOV -6 AM 11:17
DIVISION OF CORPORATIONS

FILED
13 NOV 12 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 13 2013

BROWN

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IMMOBILIA U.S.A. REALTY, LP
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Nick Di Re

Contact Person
IMMOBILIA U.S.A. REALTY, LP

Firm/Company
7180 Lienart St., Apt. #2

Address
St. Leonard, Quebec, PQ H1S 1-W6 CN

City, State and Zip Code
info@immobiliadire.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Courtney Scanlon - c/o Hodgson Russ LLP at (716) 848-1538

Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,052.50 Filing Fees (\$52.50 for Conversion and \$1,000 - Certificate)
 \$1,061.25 Filing Fees and Certificate of Status
 \$1,105.00 Filing Fees and Certified Copy
 \$1,113.75 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 7, 2013

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: IMMOBILIA U.S.A. REALTY, LLC
Ref. Number: L11000006224

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2013 NOV 12 AM 9:40

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

We have received your document for IMMOBILIA U.S.A. REALTY, LLC and your check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Teresa Brown
Regulatory Specialist II

Letter Number: 813A00025926

FILED
13 NOV 12 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Organization"
Into
Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
IMMOBILIA U.S.A. REALTY, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 01/14/2011
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:
IMMOBILIA U.S.A. REALTY, LP

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2)** must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 7th day of November, 2013.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: [Handwritten Signature]
Printed Name: Nick Di Re Title: President of Fortress GP, Inc.

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Handwritten Signature]
Printed Name: Nick Di Re Title: Sole Managing Member

If Florida Corporation:
Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:
Signature of one General Partner.

If Florida Limited Liability Company:
Signature of a Member or Authorized Representative.

All others:
Signature of an authorized person.

Fees:		
Certificate of Conversion:	\$	52.50
Fees for Florida Certificate of Limited Partnership:	\$	1,000.00
(S965 Filing Fee and \$35 Filing Fee)		
Certified Copy:	\$	52.50 (Optional)
Certificate of Status:	\$	8.75 (Optional)

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

IMMOBILIA U.S.A. REALTY, LP

1. _____

*(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., L.P., or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.*

2. 7180 Lienart Street, Apt. #2, St. Leonard, Quebec, PQ H1S 1-W6 CN

Street address of initial designated office

3. Nick B. Kanelidis

Name of Registered Agent for Service of Process

4. 2400 East Commercial Blvd., Suite 706, Fort Lauderdale, FL 33308

Florida street address for Registered Agent

5. *I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*


Signature of Registered Agent

6. 7180 Lienart Street, Apt. #2, St. Leonard, Quebec, PQ H1S 1-W6 CN

Mailing address of initial designated office

7. If limited partnership elects to be a limited liability limited partnership, check box .

8. Name and business address of each general partner:

Name:

Business Address:

Fortress GP, Inc.

7180 Lienart Street, Apt. #2

St. Leonard, Quebec, PQ H1S 1-W6 CN

9. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 7th day of November, 2013

Signature of each general partner: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817:155, F.S.



Nick Di Re, President of General Partner, Fortress GP, Inc.